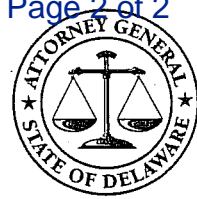


EXHIBIT 2



STATE OF DELAWARE
DEPARTMENT OF JUSTICE



CARL C. DANBERG
Attorney General

NEW CASTLE COUNTY

Carvel State Building
820 N. French Street
Wilmington, DE 19801

Criminal Division (302) 577-8500
Fax: (302) 577-2496
Civil Division (302) 577-8400
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KENT COUNTY

102 West Water Street
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Criminal Division (302) 739-4211
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Civil Division (302) 739-7641
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TTY: (302) 739-1545

SUSSEX COUNTY

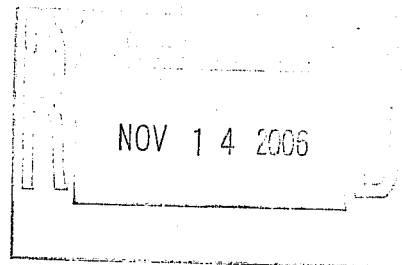
114 E. Market Street
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Fax: (302) 856-5369
TTY: (302) 856-2500

November 8, 2006

PLEASE REPLY TO: [New Castle County-Civil Division]

Gary W. Aber, Esquire
Aber, Goldlust, Baker & Over
702 King Street, Suite 600
P.O. Box 1675
Wilmington, DE 19899-1675

RE: Hamilton v. Guessford, et al.
C.A. No. 04-1422 - GMS



Dear Gary:

I am writing in response to your letter dated October 30, 2006 in which you request production of the documents identified as privileged in my October 19, 2006 letter to you.

Your position that Defendants have waived the attorney-client privilege by asserting a qualified immunity defense is not supported by the case law. Defendants have not asserted a defense based on the advice of counsel. As the Third Circuit has held, the attorney-client privilege is not waived merely because the party's state of mind is at issue. *Rhone-Poulenc Rorer, Inc. v. Home Indem. Co.*, 32 F.3d 851, 864 (1994). The Third Circuit has specifically rejected the reasoning in *Hearn v. Rhay*, a case which you cite in your letter. *Id.* Finally, you have relied on case law which does not support your argument. For example, *In re AT&T Access Charge Litigation* follows the holding in *Rhone-Poulenc*.

In short, Defendants will not produce documents properly protected from discovery by the attorney-client privilege.

Sincerely,

Eileen Kelly
Deputy Attorney General